



Teligent, Inc.
8065 Leesburg Pike, Suite 400
Vienna, Virginia 22182
voice: 703.762.5100
fax: 703.762.5200
<http://www.teligent.com>

REC'D TN
REGULATORY AUTH.

JUN 25 PM 3 26

OFFICE OF THE
EXECUTIVE SECRETARY
June 24, 1999
RECEIVED
ADMINISTRATIVE

JUN 25 1999

Mr. David Wadell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

TN REGULATORY AUTHORITY

99-00462

Re: Teligent, Inc.
***Pro Forma* Assignment of Certificate of Public Convenience and Necessity to**
Provide Intrastate Local Exchange and Interexchange Telecommunications
Service Within the State of Tennessee

Dear Mr. Wadell:

Teligent, Inc. ("Teligent") and Teligent Services, Inc. ("TSI") hereby jointly notify the Authority of the proposed *pro forma* assignment to TSI of Teligent's Certificate of Public Convenience and Necessity to Provide Intrastate Local Exchange and Interexchange Telecommunications Service Within the State of Tennessee (the "Certificate"). Based on our conversation with Mr. David Snapper of the Authority, no formal application or petition is necessary for the *pro forma* assignment of the Certificate. As such, unless otherwise notified within 30 days of the date of this letter, the parties will assume that the proposed transaction can be consummated without having to file a formal application or petition for Authority approval.

Teligent is a Delaware corporation. The Certificate was granted by Order dated October 20, 1998. (Docket No. 98-00210). Attached hereto as Exhibit 1 is a copy of the Order granting Teligent's Certificate.

As part of a broader corporate reorganization to facilitate certain financial, business, and administrative objectives, Teligent recently created a wholly-owned subsidiary, TSI, which will act as Teligent's operating company to provide telecommunications services to customers and will be the direct parent of Teligent's other current domestic subsidiaries. Teligent will restructure itself similar to the holding company structure used by numerous other certificated carriers in Tennessee. Upon receipt of the necessary approvals, all of the state authorizations currently held by Teligent will be assigned to TSI and Teligent's current employees will become employees of TSI. Attached hereto as Exhibit 2 are charts showing Teligent's current and proposed corporate structure. The reorganization to a more traditional corporate structure will enable Teligent to realize corporate benefits that will ultimately inure to the benefit of Teligent's

June 24, 1999

customers, including the citizens of Tennessee. These benefits include increased financing flexibility on an accelerated basis, as well as other internal administrative savings.

As Teligent's operating and service subsidiary, TSI is, in all respects, the same substantive entity as Teligent. The reorganization will be seamless and transparent to Teligent's Tennessee customers. Because the transfer of the provision of service amounts to only a "paperwork" change, the transfer of the provision of service from Teligent to TSI will not inconvenience Teligent's current Tennessee customers. Likewise, the corporate restructuring will not have any effects on the services provided within the State of Tennessee. Upon completion of the corporate reorganization, TSI will modify Teligent's then-current tariff to reflect the transfer of service. The officers and directors of Teligent, TSI's parent, will not change, nor will there be a change in the management, operation, or quality of service provided the citizens of Tennessee.

TSI is a Delaware corporation. Attached hereto as Exhibit 3 is a copy of TSI's Certificate of Incorporation from the State of Delaware. In addition, TSI is authorized to transact business in the State of Tennessee. Attached hereto as Exhibit 4 is a copy of TSI's Certificate of Authority from the Secretary of State.

TSI hereby adopts the small and minority-owned telecommunications business plan filed by Teligent on June 15, 1999, pursuant to Tenn. Code Ann. § 65-5-212 and the Authority's Rules. A copy of Teligent's plan is attached hereto as Exhibit 5. Furthermore, TSI hereby acknowledges its obligation to contribute to the funding of the small and minority-owned telecommunications business assistance program, as set forth in Tenn. Code Ann. § 65-5-213.

TSI's principal business address, telephone number, and point of contact are the same as Teligent's:

Teligent Services, Inc.
8065 Leesburg Pike, Suite 400
Vienna, VA 22182
Attn: Carolyn K. Stup, Regulatory Counsel
(703) 762-5143 - Telephone
(703) 762-5584 - Facsimile
carolyn.stup@teligent.com – Email

June 24, 1999

Teligent and TSI are prepared to answer any questions, present additional information about its services, or provide a copy of this request to any interested party requesting a copy and to any persons that the Authority directs by order or by its rules. If you have any questions or require additional information, please call me at (703) 762-5143.

Respectfully submitted,

A handwritten signature in black ink, reading "Carolyn K. Stup". The signature is written in a cursive, flowing style with a large, prominent "C" and "S".

Carolyn K. Stup
Regulatory Counsel and
Assistant Secretary

Exhibit 1

'38 OCT 20 AM 9 38

CHS 111-27-112

EXECUTIVE SECRETARY

Docker No.:98-00210

On May 19, 1998, this matter came before the Tennessee Regulatory Authority ("Authority"), upon the Application of Teligent, Inc. ("Teligent") for a Certificate of Public Convenience and Necessity to Provide Local Exchange and Interexchange Telecommunications Services within the State of Tennessee (the "Application"). The Application was made pursuant to Tenn. Code Ann. § 65-4-201 et seq.

Teligent's Application was considered in light of the criteria for granting a certificate of public convenience and necessity ("CCN") as set forth in applicable statutes. Tenn. Code Ann. § 65-4-201 provides, in part:

(a) No public utility shall establish or begin the construction of, or operate any line, plant, or system, or route in or into a municipality or other territory already receiving a like service from another public utility, or establish service therein, without first having obtained from the authority, after written application and hearing, a certificate that the present or future public convenience and necessity require or will require such construction, establishment, and operation, and no person or corporation not at the time a public utility shall commence the

construction of any plant, line, system, or route to be operated as a public utility, or the operation of which would constitute the same, or the owner or operator thereof, a public utility as defined by law, without having first obtained, in like manner, a similar certificate.

* * *

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial, and technical abilities to provide the applied for services.

An authority order, including appropriate findings of fact and conclusions of law, denying or approving, with or without modification, an application for certification of a competing telecommunications service provider shall be entered no more than sixty (60) days from the filing of the application.

(d) Subsection (c) is not applicable to areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines in this state unless such company voluntarily enters into an interconnection agreement with a competing telecommunications service provider or unless such incumbent local exchange telephone company applies for a certificate to provide telecommunications services in an area outside its service area existing on June 6, 1995.

In addition, pursuant to Tenn. Code Ann. § 65-5-212, competing telecommunications providers are required to file with the Authority (1) a plan containing the providers' plan for purchasing goods and services from small and minority-owned telecommunications businesses; and (2) information on programs that might provide technical assistance to such businesses.

INTERVENORS

Public notice of the hearing in this matter was made by the Authority's Executive Secretary, pursuant to Tenn. Code Ann. § 65-4-204. No interested persons sought intervention prior to hearing.

TELIGENT'S HEARING

Teligent's Application was uncontested. At the hearing held on May 19, 1998, Teligent was represented by Mr. Warren Gooch of Kramer, Rayson, Leake, Rodgers, and Morgan Attorney at Law Post Office Box 629 Knoxville, Tennessee 37901-0629. In addition, Ms. Carolyn Kalbfus, Teligent's Assistant Secretary and Regulatory Counsel, presented testimony and was subject to examination by the Authority's Directors. Upon Teligent's conclusion of the proof in its case, the Authority granted Teligent's Application based upon the following findings of fact and conclusions of law:

I. APPLICANT'S QUALIFICATIONS

1. Teligent is a publicly traded company, incorporated under the laws of the state of Delaware, that was initially formed as Teligent, L.L.C. to serve as a management and marketing agent for the competitive telecommunications businesses of its two principal owners— Microwave Services, Inc. ("MSI"), a wholly-owned subsidiary of the publicly held corporation known as The Associated Group, Inc. ("AGI"), and DSC, an affiliate of Telcom Ventures, L.L.C. ("Telcom Ventures"), a privately held company. MSI currently holds a controlling 40.77% interest in Teligent; Telcom Ventures, through its affiliate, holds a 32.72% interest; and Nippon Telegraph and Telephone Corp., the world's largest telephone company, holds an 11% interest. The public holds an approximate 15.51% interest in Teligent.

3. The Application and supporting documentary information existing in the record indicate that Teligent has the requisite technical and managerial qualifications necessary to provide intrastate local exchange and interexchange telecommunications services within the state of Tennessee.

4. Teligent has the necessary capital and financial qualifications to provide the services it proposes to offer.

5. Teligent has represented that it will adhere to all applicable policies, rules and orders of the Authority.

II. PROPOSED SERVICES

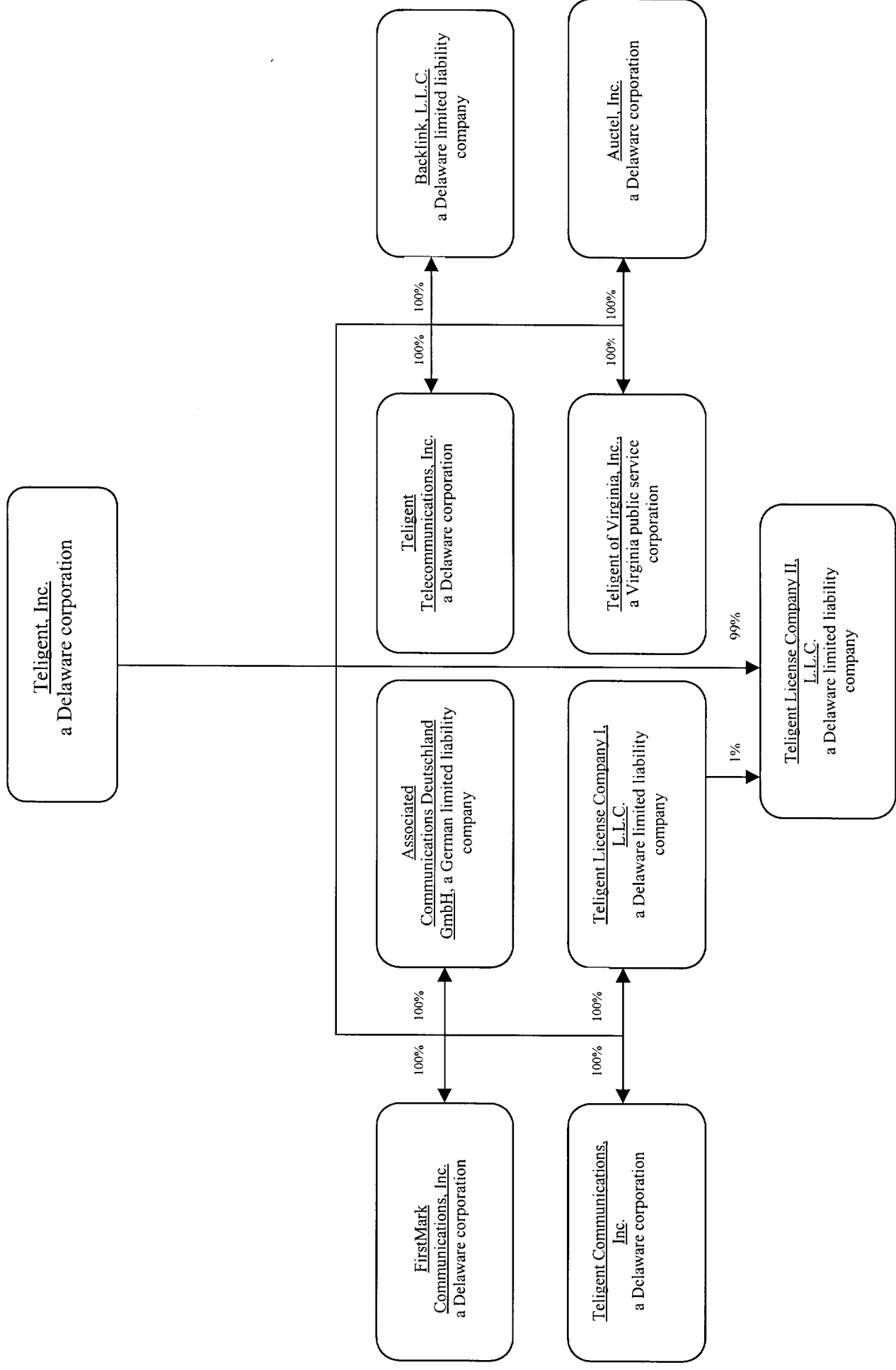
1. Teligent intends to offer a full range of facilities-based local exchange and resold interexchange telecommunications services throughout the state of Tennessee. More specifically, Teligent intends to offer, primarily to small and medium-sized businesses, a high quality, low cost, high bandwidth integrated package of voice, data, internet and videoconferencing telecommunications services.

2. Teligent will provide facilities-based service in areas of Tennessee located within the Memphis TN-AR-MS Standard Metropolitan Statistical Area ("SMSA") and the Nashville-

Exhibit 2

TELIGENT, INC.

CURRENT CORPORATE STRUCTURE



TELIGENT, INC.

PROPOSED CORPORATE STRUCTURE

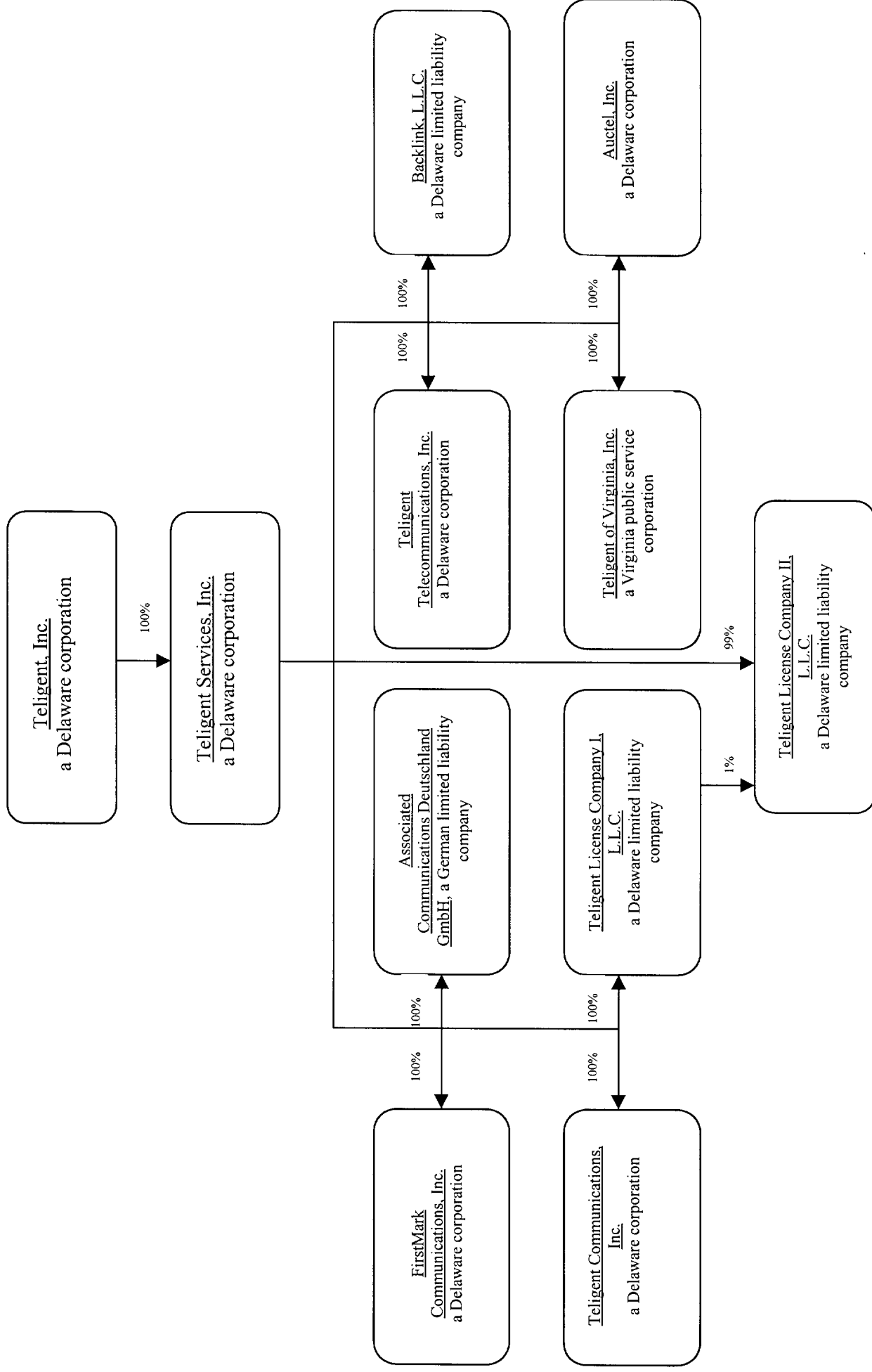


Exhibit 3

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TELIGENT SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1999, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

3030243 8100

DATE: 9721374

991174362

05-03-99

CERTIFICATE OF INCORPORATION

OF

TELIGENT SERVICES, INC.

FIRST: The name of the Corporation is Teligent Services, Inc. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, each having a par value of one cent (\$0.01).

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Mary E. Keogh	P.O. Box 636 Wilmington, DE 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws

may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 28th day of April, 1999.



Mary E. Keogh
Sole Incorporator

Exhibit 4

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/04/99

REQUEST NUMBER: 3689-2406

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 06/04/99 1012

EFFECTIVE DATE/TIME: 06/04/99 1012

CONTROL NUMBER: 0371881

TO:

TELIGENT SERVICES, INC.

SUITE 400

8065 LEESBURG PIKE

VIENNA, VA 22182

RE:

TELIGENT SERVICES, INC.

APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 06/04/99

FROM:
CSC/USC (1013 CENTRE RD)
1013 CENTRE ROAD

	FEES	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:	\$600.00	

WILMINGTON, DE 19805-0000

RECEIPT NUMBER: 00002504857

ACCOUNT NUMBER: 00250881



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/04/99
REQUEST NUMBER: 3689-2406
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/04/99 1012
EFFECTIVE DATE/TIME: 06/04/99 1012
CONTROL NUMBER: 0371881

TO:
TELIGENT SERVICES, INC.
SUITE 400
8065 LEESBURG PIKE
VIENNA, VA 22182

RE:
TELIGENT SERVICES, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

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FOR PROFIT

ON DATE: 06/04/99

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CSC/USC (1013 CENTRE RD)
1013 CENTRE ROAD
WILMINGTON, DE 19805-0000

	FEES	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00002504857
ACCOUNT NUMBER: 00250881

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

TELIGENT SERVICES, INC.

RECEIVED
FILED

To the Secretary of State of the State of Tennessee:

99 JUN -4 AM 10:12

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is TELIGENT SERVICES, INC.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Delaware3. The date of its incorporation is April 28, 1999 (must be month, day, and year), and the period of duration, if other than perpetual, is _____4. The complete street address (including zip code) of its principal office is c/o Teligent Services, Inc.
Suite 400, 8065 Leesburg Pike, Vienna, VA 22182

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in this state is
500 Tallan Building,

Street	City/State	County	Zip Code
<u>Two Union Square,</u>	<u>Chattanooga, Tennessee</u>	<u>Hamilton</u>	<u>37402-2571</u>

The name of its registered agent at that office is
Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See attached officers/directors rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See attached officers/directors rider

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.]

Signature Date

Vice President

Signer's Capacity

TELIGENT SERVICES, INC.

Name of Corporation

Signature

Laurence E. Harris

Named (typed or printed)



OFFICERS/DIRECTORS RIDER

NV-Annual List of Officers Directors and Agent

TELIGENT SERVICES, INC.

99 JUN -4 AM 12:12

List of Officers

Name:	Alex J. Mandl	Title:	CEO
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Laurence E. Harris	Title:	VP & Asst. Sec.
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Steven F. Bell	Title:	VP
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Cindy L. Tallent	Title:	Controller
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	David S. Turetsky	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Terri B. Natoli	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Tracey K. Friedlander	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Michael Mintz	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Alessandra Daigneault	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	James G. Higham	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Michael Finn	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Carolyn K. Stup	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		
Name:	Natalie W. Drager	Title:	Asst. Secretary
Bus. Addr.:	c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182		

Name: Brian H. Leventhal **Title:** Asst. Secretary
Bus. Addr.: c/o Teligent Services, Inc. 8065 Leesburg Pike, Suite 400, Vienna, VA 22182

RECEIVED
99 JUN -4 AM 10:12**List of Directors**

Name: William H. Berkman **Term:**
Bus. Addr.: 650 Madison Avenue, 25th Floor, New York, NY 10022

Name: Dr. Rajendra Singh **Term:**
Bus. Addr.: 211 N. Union St., Suite 300, Alexandria, VA 22314

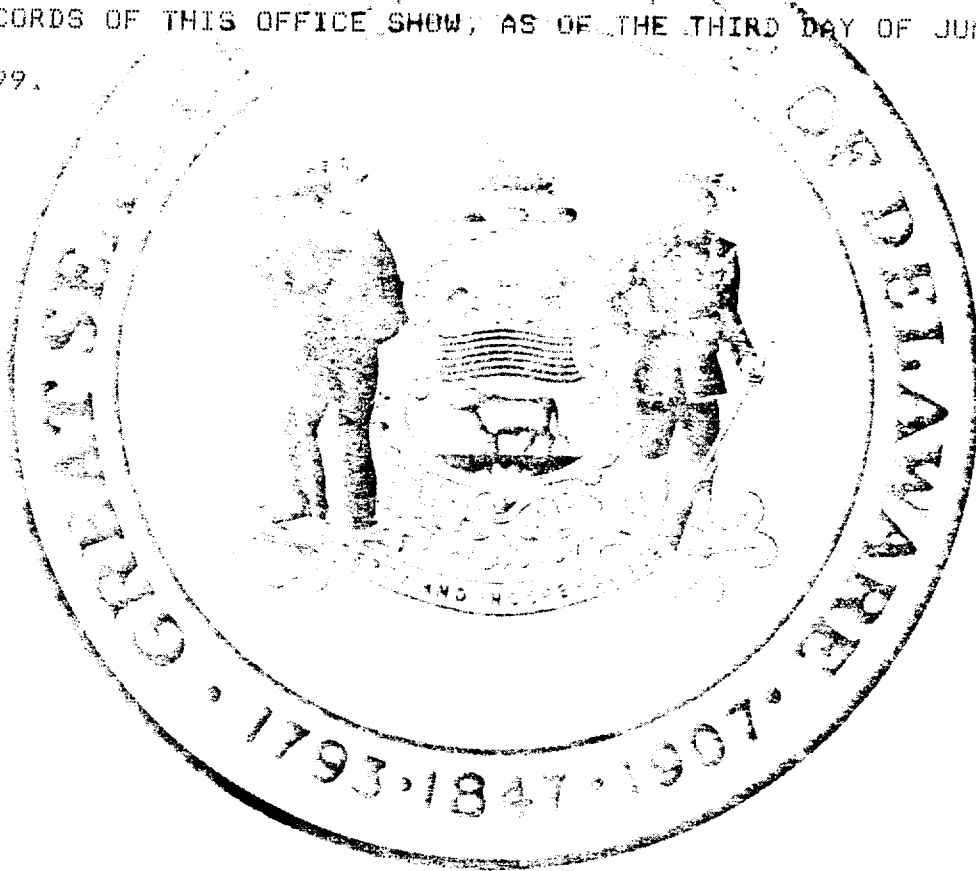
State of Delaware
 RECEIVED
 Office of the Secretary of State

PAGE 1

99 JUN 4 AM 10:12

THE SECRETARY OF STATE
 SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELIGENT SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JUNE, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

3030243 8300

991222915

9753970

06-03-99

Exhibit 5



REC'D
REGULATORY
COPY
'99 JUN 15 AM 10 43
OFFICE OF THE
EXECUTIVE SECRETARY

Teligent, Inc.
8065 Leesburg Pike, Suite 400
Vienna, Virginia 22182
voice: 703.762.5100
fax: 703.762.5200
<http://www.teligent.com>

June 14, 1999

VIA OVERNIGHT MAIL

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: *Teligent, Inc.*
Small & Minority – Owned Telecommunications Participation Plan

Dear Executive Secretary Waddell:

Enclosed herewith for filing, please find Teligent, Inc.'s ("Teligent") revised Small & Minority – Owned Telecommunications Participation Plan ("Plan"). Teligent originally filed its Plan with the Tennessee Regulatory Authority on March 28, 1998, as part of Teligent's application for a Certificate of Public Convenience and Necessity in Docket No. 98-00210, granted on October 20, 1998. Please note that the only change to Teligent's Plan is the designation of a new Plan Administrator.

Should any questions arise regarding this filing, please do not hesitate to contact the undersigned at (703) 762-5430.

Respectfully submitted,

Carly B. Tolchin
Senior Regulatory Analyst

Enclosure

**SMALL- AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN OF TELIGENT, INC.**

Pursuant to 65-5-212 of the Tennessee Administrative Code, Teligent, Inc. ("Teligent") hereby sets forth its small- and minority-owned telecommunications business participation plan.

Definitions

"Authority" means Tennessee Regulatory Authority.

"Minority Business" means a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex, or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

"Small Business" means a business with annual gross receipts of less than four million dollars (\$4,000,000).

"Teligent, Inc." is a publicly-held company with its headquarters at 8065 Leesburg Pike, Suite 400, Vienna, Virginia 22182.

Policy Statement

In conducting its business affairs in Tennessee, it is the policy of Teligent to provide to Small Telecommunications Businesses and Minority Owned Telecommunications Businesses practicable opportunities to compete for contracts and subcontracts for goods and services awarded by Teligent on a fair and equal basis with all suppliers of like-kind goods and services. Teligent is committed to the identification and selection of qualified Small Telecommunications Businesses and Minority Owned Telecommunications Businesses.

It is the policy of Teligent to provide information on programs, if any, to provide technical assistance to Small Telecommunications Businesses and Minority Owned Telecommunications Businesses when and where available in Tennessee.

In addition, Teligent acknowledges its obligation to contribute to the fund established to support the small- and minority-owned telecommunications business assistance program, as set forth in Section 65-5-213 of the Tennessee Administrative Code.

Goals

Through its Small and Minority Owned Telecommunications Business Participation Plan, Teligent will identify Small Telecommunications Businesses and Minority Owned Telecommunications Businesses that are qualified to provide services to Teligent in support of Teligent's Tennessee operations. Teligent will also seek to cultivate an awareness among Small Telecommunications Businesses and Minority

Owned Telecommunications Businesses of business opportunities available with Teligent.

Plan Implementation

To support its Tennessee operations, Teligent will invite bids and solicit offers from small- and minority-owned telecommunications businesses, except in cases of emergencies or where Teligent is bound by contract to purchase goods and services from other sources. In addition, Teligent will seek to provide to small- and minority-owned businesses relevant information on available technical assistance programs.

Teligent acknowledges its obligation to contribute to the small- and minority-owned telecommunications business assistance fund, as set forth in Section 65-5-213 of the Tennessee Administrative Code.

Plan Administration

Teligent has appointed one of its employees to administer its Small and Minority Owned Telecommunications Business Participation Plan (hereinafter called the "Administrator"), who is responsible for identifying eligible and qualified small- and minority-owned telecommunications businesses in Tennessee. The Administrator will act as a liaison between Teligent and small- and minority-owned telecommunications businesses and will serve as a liaison between Teligent and the Authority. The Administrator will also serve as a resource for technical assistance to small- and minority-owned telecommunications businesses and will refer such businesses to sources of information and other technical assistance.

Teligent has selected the following management employee to serve as its current Administrator:

Ms. Elaine Browning
Field Leasing Specialist
Teligent, Inc.
6 Cadillac Dr.
Brentwood, TN 37027
(615) 370-2929 (Phone)

Note that, although corporate policies regarding the Plan will be made at Teligent's Virginia headquarters, day-to-day implementation efforts will be made, in accordance with the Plan, from Teligent's Tennessee field office.

Annual Updates

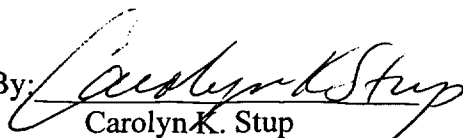
In accordance with Section 65-5-212 of the Tennessee Administrative Code, Teligent will submit to the Authority annual updates of its Small and Minority Owned Telecommunications Business Participation Plan.

Statutory Compliance

Teligent will develop and implement its Plan in accordance with all statutory requirements and relevant Authority rules and regulations.

Adopted this 14th day of June 1998.

Teligent, Inc.

By: 
Carolyn K. Stup
Assistant Secretary